

Thacher Proffitt

Thacher Proffitt & Wood LLP

REMITTANCE COPY

Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

PLEASE REMIT PAYMENT BY WIRE TO:

Citibank, N.A.
(ABA No. 021000089)
For the Account of:
Thacher Proffitt & Wood LLP
Account No. 37562867
Reference: RFH 17988-00606

Invoice Number 54902

July 9, 2007

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through May 31, 2007 with respect to ACT Lending Corporation, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00606</p>		<p style="text-align: right;">\$ 8,892.50</p> <p style="text-align: right;">\$ <u>453.69</u></p> <p style="text-align: right;">\$ <u>9,346.19</u></p>
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Deutsche Bank Securities, Inc.
60 Wall Street
New York, NY 10005

Attn: Jay Strauss Esq.

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FOR PROFESSIONAL SERVICES rendered and disbursements posted through May 31, 2007 with respect to ACT Lending Corporation, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
03/02/07	Office conference with JPD regarding case and research; research jurisdictional requirements; e-mails with KFC regarding same.	LAH	0.3
03/13/07	Meet with team; email to client; work on complaint and jurisdictional issues; meet with RFH.	JPD	0.2
03/13/07	Office conference with JPD, KFC, BEZ and MHM regarding matter; circulate and review documents provided by client; review sample complaint; office conference with BEZ regarding sample complaint.	JSK	0.2
03/14/07	Review transaction documents and demand letters received from client.	BEZ	0.2
03/15/07	Continue reviewing documents; begin drafting demand letter.	BEZ	0.1
03/19/07	Review transaction documents.	BEZ	0.2
03/21/07	Document request	SS	0.1
03/22/07	Work on draft Complaint; review transaction documents.	BEZ	0.4
03/22/07	Review of documents from Deutsche Bank including Volume 1 of Seller's Guide and applicable repurchase sections; telephone conference with BEZ regarding repurchase obligations and loan types; review of repurchase demands sent by Deutsche Bank; review of draft complaint for bulk sellers	KFC	0.2
03/26/07	Draft model Complaint for correspondent lenders; review documents relating to same.	BEZ	0.4

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03/27/07	Office conference with JPD regarding outstanding documents needed from client; prepare email to Mr. Paolini regarding same.	BEZ	0.1	
03/28/07	Draft outline of documents we have and need; prepare for and attend conference call with client; draft email to Mr. Lopena regarding same.	BEZ	0.3	
03/28/07	Review of outline for conference call regarding issues and outstanding documents; revised same; emails with BEZ regarding same; conference call with RFH, JPD, BEZ and Jay Strauss, Steve Paolini and Robert Lopena; office conference with BEZ, JPD, RFH regarding repurchase demands.	KFC	0.1	
03/30/07	Email from Mr. Lopena regarding documents; emails with DG regarding same; emails with KFC regarding same; email to KFC and JSK regarding status.	BEZ	0.1	
03/30/07	Located ACT Commitment Letters for request.	SS	2.4	
04/03/07	Searched Filesurf for Commitment Letters for request.	SS	1.6	
04/04/07	Work on demand letters; emails to Mr. Lopena; telephone conference with KFC; team emails; review materials provided by Deutsche Bank and SOF.	JPD	0.3	
04/04/07	Team emails regarding materials received to date; draft chart detailing what materials received for each lender; office and phone conferences with MHM, BEZ and JNN regarding same.	JSK	0.2	
04/04/07	Telephone conference and emails with JSK regarding chart for commitment letters and other information per lender; review of all documentation collected to date and determined what is still needed; email to JPD, RFH, BEZ and JSK regarding same.	KFC	0.2	
04/04/07	Conferences with JSK; helping prepare spreadsheet with regard to missing documentation; emails with team; review sample commitment letters.	MHIM	1.2	
04/05/07	Work on demand letters; emails to Mr. Lopena; telephone conference with KFC; team emails; review materials provided by Deutsche Bank and SOF.	JPD	0.2	
04/05/07	Telephone conference with JPD regarding status of information gathering for repurchase demands and complaint; drafted email to Robert Lopena regarding same.	KFC	0.1	
04/09/07	Office conference with JPD and KFC regarding status and outstanding documents; draft email to Mr. Lopena; revise demand letters.	BEZ	0.3	
04/09/07	Work on demand letters and complaints; email Mr. Strauss; revise email to Mr. Lopena.	JPD	0.2	
04/09/07	Telephone conference with JPD and BEZ regarding status of litigations for all lenders; reviewed all repurchase schedules; reviewed seller loan purchase agreements regarding demand requirements;	KFC	0.2	

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04/10/07	Review Commitment letters for notice provisions.	BEZ	0.2	
04/10/07	Work on demand letter and complaint; meet with KFC and BEZ; emails with Mr. Lopena and Mr. Paolini.	JPD	0.1	
04/11/07	Work on demand letter and complaint; emails with client; meet with BEZ and KFC.	JPD	0.4	
04/11/07	Telephone conference with JPD and BEZ regarding demand letters for various sellers and other matters; review of additional commitment letters and schedules; review of repurchase schedules; email to Bob Lopena regarding same; email to Kelli Stenstrom regarding amendments to Seller Guide.	KFC	0.2	
04/12/07	Work on Complaint.	BEZ	3.0	
04/12/07	Word Process Letter for JPD.	FMM	0.5	
04/12/07	Work on demand letter and complaint; emails with client; meet with BEZ and KFC.	JPD	0.4	
04/12/07	Reviewed all amendments to Volume 1 of Seller Guide; reviewed purchase dates for all loans; office conferences with JPD and BEZ regarding demands and complaints.	KFC	0.2	
04/13/07	Work on demand letter and complaint; emails with client; meet with BEZ and KFC.	JPD	0.4	
04/15/07	Draft complaint.	JSK	0.5	
04/16/07	Work on demand letters and complaints; team emails.	JPD	0.2	
04/16/07	Revise commitment letters; emails to team attaching same; draft emails to and review emails from LD regarding status of incorporation; office conference with JPD and BEZ regarding complaint of demand letters.	JSK	0.5	
04/17/07	Office conference with JPD and JSK regarding outstanding tasks.	BEZ	1.2	
04/17/07	Work on complaint; team emails; meetings; email with client.	JPD	0.3	
04/17/07	Office conferences with JPD and BEZ regarding status of complaints.	JSK	0.1	
04/18/07	Work on complaints; meet with BEZ, KFC and JSK; emails with Deutsche Bank.	JPD	0.3	
04/18/07	Revise complaints, emails and office conferences with team regarding same; draft cover letter attaching revised complaints; emails with LD regarding states of incorporation.	JSK	0.5	
04/19/07	Work on complaints; meet with BEZ, JK and KFC; emails with client; review seller files.	JPD	0.3	
04/19/07	Revise complaint; office conferences with JPD and BEZ; draft email to team attaching complaints.	JSK	0.3	
04/20/07	Work on complaints; meet with BEZ, KFC and JSK.	JPD	0.2	

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04/20/07	Revise complaints; office conferences with team regarding same; draft cover letter attaching revised complaints.	JSK	0.2	
04/20/07	Reviewed and revised draft complaint.	KFC	0.6	
04/20/07	Review draft complaint.	RFH	0.1	
04/23/07	Review loan files; update lender spreadsheet accordingly.	JNN	0.3	
04/24/07	Review the various commitment letters; fact investigation; create list related to paragraph 2C regarding same.	JNN	0.1	
04/24/07	Follow up regarding complaint, demand letters and commitment letters; meetings.	JPD	0.1	
04/24/07	Revised repurchase demand schedule.	KFC	0.4	
04/24/07	Proof-read excel spreadsheets.	MRM	0.2	
04/26/07	Finalize Demand Letter.	JNN	0.2	
04/26/07	Oversee finalization and service of demand letters; emails with client.	JPD	0.2	
04/26/07	Review and finalize demand letters; team emails regarding same draft cover letter to JPD attaching same; calculate total demand amount; Revise commitment letters; emails to team attaching same; draft emails to and review emails from LD regarding status of incorporation; office conference with JPD and BEZ regarding complaint of demand letters.	JSK	0.5	
04/26/07	Finalizing and sending out demand letters.	MHM	0.5	
05/01/07	Conferences with and emails to/from team.	JSK	0.1	
05/03/07	Office conference and emails with JNN regarding chart and relevant documents.	JSK	0.1	
05/07/07	Finalizing complaint.	MHM	0.2	
05/08/07	Prepare for filing and service of complaint upon registered agent.	BEZ	0.5	
05/08/07	Review recently received lenders' documents; update Spreadsheet accordingly; work on list of commitment letters; review lenders' files; gather and organize documents in preparation of complaint.	JNN	0.4	
05/08/07	Team meeting; oversee complaints for filing; emails with Deutsche Bank; review status chart.	JPD	0.3	
05/10/07	Draft and revise documents for filing of Complaint.	BEZ	0.3	
05/10/07	Research; finalize Summons and Model Civil Cover Sheet; organize accordingly.	JNN	0.5	
05/22/07	Revise complaints; telephone conference with KFC; team emails; updated chart; emails with Mr. Lopena and Ms. Stenstrom.	JPD	0.2	

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05/23/07	Revise complaints; emails and telephone conference with Ms. Stenstrom; emails with Mr. Lopena; review email notifications.	JPD	0.3	
05/24/07	Prepare Complaint for filing.	BEZ	0.4	
05/24/07	Oversee preparation of complaints; telephone conference with Ms. Stenstrom; emails with DBSP; meet with BEZ, JSK and MHM; revise complaints; emails with Mr. Lopena; telephone conference with Mr. Lopena; email to Mr. Commaroto.	JPD	0.4	
05/24/07	Add Ms Stenstrom's language to complaint and revise complaints for filing; assemble complaint and exhibits for filing.	JSK	0.3	
05/24/07	Final preparation in filing of complaint.	MHM	0.2	
05/25/07	Finalize Complaint; supervise filing of same.	BEZ	0.5	
05/25/07	Purchased index number, filed complaint and Rule 7.1 Statement and had Summons issued by clerk in SDNY.	JEW	0.3	
05/25/07	Oversee filing of complaint; meet with BEZ and JSK; telephone conference with Ms. Stenstrom; emails with DBSP.	JPD	0.5	
05/25/07	Prepare complaint for filing.	JSK	0.2	
05/29/07	Office conferences with MHM and JTH regarding service and filing issues.	BEZ	0.2	
05/29/07	Follow up regarding filing and service of complaints; emails with Ms. Stenstrom.	JPD	0.2	
05/30/07	Finalize documents for service of process.	JNN	0.3	
05/30/07	Follow up regarding service of process and related issues; meet with BEZ; oversee CD to client; emails with Ms. Stenstrom; handle Bloomberg news issues with Ms. Stenstrom and Ted Meyer at Deutsche Bank; emails regarding the same.	JPD	0.2	
05/31/07	Follow up regarding filing and service; letter to Ms. Stenstrom.	JPD	0.1	
	Total Hours		29.7	
	Total Fees			\$ 8,892.50
	Disbursements Posted			
	Allstate Car Service		45.39	
	Duplicating		10.78	
	Federal Express		16.73	
	Miscellaneous Filing Fee		350.00	
	Overtime & Related Expense		30.79	
	Total Disbursements			\$ 453.69
	TOTAL AMOUNT DUE			\$ 9,346.19
	RFH 17988-00606			

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<u>Attorney Summary</u>				
<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	
Partner				
(JPD) Doherty, John P.	6.0	400.00	2,400.00	
(RFH) Hans, Richard F.	0.1	400.00	40.00	
Associate				
(KFC) Cunningham, Kerry F.	2.2	350.00	770.00	
(LAH) Herbert, Lisa A.	0.3	300.00	90.00	
(JSK) Kozar, Jennifer S.	3.7	300.00	1,110.00	
(MHM) Mulhearn, Mary H.	2.1	250.00	525.00	
(BEZ) Zahner, Brendan E.	8.4	350.00	2,940.00	
Legal Assistant				
(MRM) McCullough, Melissa R.	0.2	135.00	27.00	
(JNN) Novikov-Carles, Jackeline N.	1.8	175.00	315.00	
(SS) Sobhan, Siham	4.1	155.00	635.50	
Word Processor				
(FMM) Mount, Franklin M.	0.5	35.00	17.50	
Administrative				
(JEW) Wilson, Jonathan E.	0.3	75.00	22.50	
	<u>29.7</u>			
Total Fees			\$ 8,892.50	
Total Disbursements			\$ <u>453.69</u>	
TOTAL AMOUNT DUE			\$ <u>9,346.19</u>	
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17988-00606				

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Invoice Number 57608

July 24, 2007

FEDERAL ID NO. 13-5612353

	<p>FOR PROFESSIONAL SERVICES rendered and disbursements posted through June 30, 2007 with respect to ACT Lending Corporation, our services including:</p> <p style="text-align: right;">Total Fees</p> <p style="text-align: right;">Total Disbursements</p> <p style="text-align: right;">TOTAL AMOUNT DUE</p> <p>RFH 17988-00606</p>		<p style="text-align: right;">\$ 3,090.00</p> <p style="text-align: right;">\$ <u>322.25</u></p> <p style="text-align: right;">\$ <u>3,412.25</u></p>
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FOR PROFESSIONAL SERVICES rendered and disbursements posted through June 30, 2007 with respect to ACT Lending Corporation, our services including:			
<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
05/08/07	Office conferences with team; revise and review complaint and send to JPD and KFC with cover letter to K. Stenstrom; review attachments to demand letter; review and revise lender spreadsheet.	JSK	5.3
05/15/07	Emails with Ms. Stenstrom and Mr. Lopena regarding complaint issues.	JPD	0.6
06/01/07	Emails with Ms. Stenstrom and Mr. Ted Meyer at DBSP; emails with Bloomberg.	JPD	0.1
06/05/07	Team conference regarding status of litigation.	JSK	0.1
06/06/07	Work on settlement issues; emails.	JPD	0.2
06/08/07	Meet with team; litigation issues; status email; emails with DBSP; preparation for settlement negotiations.	JPD	0.5
06/08/07	Office conference with JPD, KFC and BEZ regarding status of litigation.	JSK	0.1
06/11/07	Office conference with JPD regarding status; telephone conference with Ken Glassman and Msrs Lopena and Campbell regarding possible workout.	BEZ	0.6
06/11/07	Prepare for settlement conference call with ACT and DBSP; participate in call; follow up; meet with BEZ; status email.	JPD	1.1
06/11/07	Office conference with JPD and BEZ regarding status of discussions with seller's counsel.	KFC	0.2

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06/12/07	Filed original Summons with Affidavit of Service in SDNY.	JEW	0.5	
06/12/07	Emails with DBSP.	JPD	0.1	
06/14/07	Review complaint; include claim damages amount to total sum.	JNN	0.1	
06/14/07	Court status; status emails with DBSP.	JPD	0.1	
06/14/07	Review, update and circulate lender spreadsheet.	JSK	0.1	
06/19/07	Office conference with JPD, KFC and JSK regarding status and handling.	BEZ	0.1	
06/19/07	Meet with TPW team; status email.	JPD	0.1	
06/19/07	Office conference with JPD, KFC and BEZ regarding status of litigation.	JSK	0.1	
06/19/07	Conference with JPD, BEZ, and JSK regarding strategy and status.	KFC	0.1	
06/25/07	Status meeting; emails to DBSP regarding all matters.	JPD	0.1	
06/25/07	Office conference with JPD, KFC, BEZ and MHM regarding status of litigation.	JSK	0.1	
06/26/07	Status email; settlement issues.	JPD	0.1	
06/28/07	Draft email regarding defaulting lenders.	BEZ	0.1	
	Total Hours		10.5	
	Total Fees			\$ 3,090.00
	Disbursements Posted			
	Outside Duplicating		47.25	
	Process Service		<u>275.00</u>	
	Total Disbursements			\$ <u>322.25</u>
	TOTAL AMOUNT DUE			\$ <u>3,412.25</u>
	RFH 17988-00606			

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<u>Attorney Summary</u>				
<u>Attorney</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Partner				
(JPD) Doherty, John P.		3.0	400.00	1,200.00
Associate				
(KFC) Cunningham, Kerry F.		0.3	350.00	105.00
(JSK) Kozar, Jennifer S.		5.8	250.00	1,450.00
(BEZ) Zahner, Brendan E.		0.8	350.00	280.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.		0.1	175.00	17.50
Administrative				
(JEW) Wilson, Jonathan E.		0.5	75.00	37.50
		<u>10.5</u>		
	Total Fees			\$ 3,090.00
	Total Disbursements			\$ <u>322.25</u>
	TOTAL AMOUNT DUE			\$ <u>3,412.25</u>
RFH				
17988-00606				

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Invoice Number 58877

August 28, 2007

FEDERAL ID NO. 13-5612353

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August 28, 2007

FEDERAL ID NO. 13-5612353

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<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
07/02/07	Conference with JPD, BEZ and MM regarding status; drafted email to DBSP.	KFC	0.1
07/06/07	Default judgment motions.	JPD	0.1
07/11/07	Work on motions for default.	JPD	0.2
07/13/07	Prepare draft default judgment documents.	CAL	0.5
07/17/07	Work on default judgments.	JPD	0.2
07/18/07	Review case file; gather and organize documents accordingly.	JNN	0.3
07/19/07	Review pleadings; locate and gather the Notice of Initial Pretrial Conference; prepare letter enclosing same; prepare letter to the Honorable Denise Cote enclosing filed complaint.	JNN	0.6
07/19/07	Status meeting.	JPD	0.1
07/20/07	Hand deliver courtesy copy of the filed complaint to the Honorable Denise Cote.	JNN	0.1
07/23/07	Arrange adjournment of initial pre-trial conference.	BEZ	0.2
07/23/07	Prepare Affidavit of Service of the Notice of Initial Pretrial Conference; coordinate public notarization accordingly; arrange for docketing; work on file pleading log.	JNN	0.7
07/23/07	Prepare for conference; status.	JPD	0.2
07/24/07	Discovery issues.	JPD	0.1

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07/25/07	Work on file pleading log; case file management.	JNN	0.2	
07/26/07	Work on default motion.	JPD	0.3	
07/30/07	Review/revise default judgment papers.	CAL	0.6	
07/30/07	Work on default motion.	JPD	0.3	
07/31/07	Review/revise default papers; address procedural issues.	CAL	0.8	
07/31/07	Letter to Judge Cote; work on Rule 26 disclosures; prepare for status conference.	JPD	0.3	
	Total Hours		5.9	
	Total Fees			\$ 1,822.50
	Disbursements Posted			
	Postage Expense		<u>1.14</u>	
	Total Disbursements			\$ <u>1.14</u>
	TOTAL AMOUNT DUE			\$ <u>1,823.64</u>
RFII 17988-00606				

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Page 3

<u>Attorney Summary</u>				
<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	
Partner				
(JPD) Doherty, John P.	1.8	400.00		720.00
Associate				
(KFC) Cunningham, Kerry F.	0.1	350.00		35.00
(CAL) Lynch, Christopher A.	1.9	350.00		665.00
(BEZ) Zahner, Brendan E.	0.2	350.00		70.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.	1.9	175.00		332.50
	<u>5.9</u>			
Total Fees			\$	1,822.50
Total Disbursements			\$	<u>1.14</u>
TOTAL AMOUNT DUE			\$	<u>1,823.64</u>
RFH				
17988-00606				

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Invoice Number ****DRAFT****

September 17, 2007

FEDERAL ID NO. 13-5612353

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<u>Date</u>	<u>Services</u>	<u>Atty.</u>	<u>Hours</u>
08/01/07	Work on/ revise default papers.	CAL	0.4
08/03/07	Prepare for and attend conference before Judge Cote; prepare for same; outline report to client; email with DBSP.	JPD	0.4
08/06/07	Draft and revise status email.	BEZ	0.4
08/09/07	Discuss damages issues for default with JFD.	CAL	0.1
08/15/07	Address attorneys' fees issues for default judgment.	CAL	0.1
08/16/07	Revise/finalize papers for default certificate from Clerk; revise affidavits for fees.	CAL	0.7
08/16/07	Obtained signature on Clerk's Certificate from Judgment Clerk in SDNY.	JEW	0.4
08/17/07	Revise default judgment papers; prepare email to Kelli Stenstrom regarding attorneys' fees.	CAL	0.2
08/17/07	Work on application for default judgment.	JNN	0.5
08/21/07	Revise papers; conference with MM on filing of same.	CAL	0.2
08/22/07	Finalize default papers and bring to Chambers for Order to Show Cause.	CAL	0.9
08/22/07	Submitted and obtained signature on Order to Show Cause by Judge Cote in SDNY.	JEW	0.7

Invoice Number: **DRAFT**

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08/22/07	Finalize Court Filings.	JNN	0.6	
08/23/07	Prepare and organize documents; coordinate service of order to show cause and affidavit of John P. Doherty upon resident agent; office meeting with CAL regarding same.	JNN	0.3	
08/24/07	Review of court notices re: scheduling order and referral of case of magistrate.	KFC	0.1	
08/30/07	Work on Affidavit of Service of the Order to Show Cause and Affidavit of John P. Doherty in Support of Application for Default Judgment with exhibits; coordinate public notarization accordingly; arrange for docketing.	JNN	0.7	
	Total Hours		6.7	
	Total Fees			\$ 1,812.00
	Disbursements Posted			
	Allstate Car Service		17.34	
	Duplicating		28.60	
	Federal Express		17.34	
	Total Disbursements			\$ 63.28
	TOTAL AMOUNT DUE			\$ 1,875.28
	RFH 17988-00606			

Invoice Number: **DRAFT**

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<u>Attorney Summary</u>				
<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	
Partner				
(JPD) Doherty, John P.	0.4	400.00		160.00
Associate				
(KFC) Cunningham, Kerry F.	0.1	350.00		35.00
(CAL) Lynch, Christopher A.	2.6	395.00		1,027.00
(BEZ) Zahner, Brendan E.	0.4	350.00		140.00
Legal Assistant				
(JNN) Novikov-Carles, Jackeline N.	2.1	175.00		367.50
Administrative				
(JEW) Wilson, Jonathan E.	1.1	75.00		82.50
	<u>6.7</u>			
Total Fees			\$	1,812.00
Total Disbursements			\$	<u>63.28</u>
TOTAL AMOUNT DUE			\$	<u>1,875.28</u>
RFH				
17988-00606				